

**UNITED STATE BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
W. R. GRACE & CO., <i>et. al.</i>	:	Case No. 01-1139 (JKF)
	:	
Debtors	:	(Jointly Administered)
_____	:	

**EIGHTH MONTHLY FEE APPLICATION OF PRICEWATERHOUSECOOPERS
LLP, AUDITORS AND TAX CONSULTANTS FOR DEBTORS,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE MONTH OF MAY, 2003**

Name of Applicant: PricewaterhouseCoopers LLP

Authorized to Provide
Professional Services to: The Debtors and Debtors in Possession

Date of Retention: June 18, 2002 *nunc pro tunc* to January 10, 2002

Period for which compensation
and reimbursement is sought: May 1, 2003 – May 31, 2003

Amount of fees and expenses sought
as actual, reasonable and necessary: \$ 38,966.58

This is a(n): x interim final application.

The total time expended for the preparation of this application is approximately 12 hours
by all professionals for a total of \$1,833.30

Prior Applications: *First, Second and Third Quarterly Fee Applications of
PricewaterhouseCoopers, LLP, Auditors and Tax Consultants for
Debtors, for Allowance of Compensation and Reimbursement of
Expenses; filed November 15, 2002*

*First Monthly Fee Application of PricewaterhouseCoopers, LLP,
Auditors and Tax Consultants For Debtors, for Allowance of
Compensation and Reimbursement of Expenses for the Month of
October, 2002; filed December 30, 2002*

Second Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of November, 2002; filed December 30, 2002

Third Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of December, 2002; filed February 12, 2003

Fourth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses; filed February 14, 2003

Fourth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of January, 2003; filed April 3, 2003

Fifth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of February, 2003; filed April 17, 2003

Fifth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses; filed May 13, 2003

Sixth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of March, 2003; filed May 13, 2003

Seventh Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of April, 2003; filed July 10, 2003